FORM DEC Mail Processing Section

がこりょれ 通

Washington, DC

UNITED STATES
ECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6) AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL					
OMB NUMBER: Expires: Estimated average b hours per response					

1386621

	CEC LICE	ONLY	
	SEC USE	NAPT.	
Prefix			Serial
	1	- 1	
	i	i	
	Date Recei	ived	
	1	- 1	

Name of Offering (check if this is an a Sale and Issuance of Convertible Promissory		name has chang	ged, and indicate o	hange.)		
Filing Under (Check box(es) that apply):	Rule 504	□ Rule 505	⊠ Rule 506	☐ Section	4(6) □ U	JLOE
<u> </u>	A. BAS	SIC IDENTIFI	CATION DATA	•		
1. Enter the information requested about the	issuer	•				
Name of Issuer (Check if this is an amore PersonaDX Inc.	endment and nar	ne has changed	, and indicate char	nge.)		
Address of Executive Offices 700 Michigan Avenue, Suite 200, Buffalo, 1	•	iber and Street,	City, State, Zip C		phone Numb) 848-1000	er (Including Area Code)
Address of Principal Business Operations (if different from Executive Offices)	(Num	ber and Street,	City, State, Zip C	´ _	PROCE	er (Including Area Code)
Brief Description of Business Biotechnology and Diagnostic Company.					MAR 2 6 THOMS	1
Type of Business Organization ☐ corporation ☐ business trust	•	ership, already ership, to be fo		other (p	FINANC lease specify	IAL
Actual or Estimated Date of Incorporation o Jurisdiction of Incorporation or Organization	n: (Enter two-le		Month 0 9 Service abbreviater foreign jurisdict		⊠ Actual	□ Estimated □ E

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if indi	vidual)				
Tella, William					
Business or Residence Address	· (Numbe	r and Street, City, State, Z	Cip Code)		
700 Michigan Avenue, Suite 200,	Buffalo , NY 1420	3			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner			☐ General and/or Managing Partner
Full Name (Last name first, if indi	vidual)				
Berenson, Richard W.					
Business or Residence Address	(Numbe	r and Street, City, State, Z	(ip Code)		
700 Michigan Avenue, Suite 200,	Buffalo , NY 1420	3			
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Coignet, Ph.D., Lionel J.					
Business or Residence Address	(Numbe	r and Street, City, State, Z	Lip Code)		
700 Michigan Avenue, Suite 200,	Buffalo , NY 1420	3			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				.vialing i u vive
Zerbo, David					
Business or Residence Address	(Numbe	r and Street, City, State, 2	(ip Code)		
	·	•	•		
700 Michigan Avenue, Suite 200,	Buffalo , NY 1420				
Check Box(es) that Apply:	· Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Kenzie, Ross B.					
Business or Residence Address	(Numbe	r and Street, City, State, 2	ip Code)		
700 Michigan Avenue, Suite 200,	Buffalo NY 14203	,			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)		·		
Venzyme Accelerator, LLC			<u></u>		
Business or Residence Address	(Numbe	r and Street, City, State, 2	Lip Code)		
39 Karen Road, Newton, MA 024	68				·
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Roswell Park Research Institute C	Corporation				
Business or Residence Address		r and Street, City, State, Z	Cip Code)		
Carlton and Elm Streets, Buffalo,	New York 14263				

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)		. 		
Business or Residence Address	(Numb	er and Street, City, State, 2	(ip Code)	• • •	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)	 	······		<u>, 5, 0</u>
Business or Residence Address	(Numb	er and Street, City, State, 2	ip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)	· · · · · · · · · · · · · · · · · · ·	•	, <u>, , , , , , , , , , , , , , , , , , </u>	
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	(ip Code)		<u> </u>
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	ip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)			<u>. </u>	
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)	,	1760

				B. INF	ORMATIC	N ABOUT	OFFERI	NG				
												No
1. Has the is	suer sold, o	r does the is	suer intend	to sell, to r	on accredit	ed investor	s in this off	ering?				3
			Ans	wer also in	Appendix,	Column 2,	if filing und	ler ULOE.				
2. What is th	e minimum	investment	t that will be	e accepted	from any in	dividual?					\$ N/A	
											Yes N	4o
3. Does the	offering per	mit joint ow	nership of	a single uni	t?							כ
person or	tion for sol	on requested licitation of broker or de clisted are a	purchasers	in connec	tion with sa	ales of section	irities in th	e offering. s, list the n	If a perso ame of the	n to be list broker or	ted is an dealer. If	associated more than
Full Name (1				•		······································	•			· · · · · · · · · · · · · · · · · · ·		
N/A												
Business or F	Residence A	ddress (Nu	mber and S	treet, City,	State, Zip C	ode)						
Name of Ass	ociated Bro	ker or Deal	er								·	
States in Wh	ich Person l	Listed Has S	Solicited or	Intends to	Solicit Purci	hasers						
		or check in									All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (I	ast name fi	irst, it indivi	idual)									
N/A									<u> </u>			
Business or F	Residence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)						
Name of Ass	ociated Bro	ker or Deal	er									
States in Wh						hasers						All States
(Check "	'All States''	or check in [AZ]	aiviauai Sii [AR]	(CA)	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	U A [HI]	(ID)
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	(MD)	[MA]	[M]	[MN]	[MS]	[MO]
(MT)	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
(RI)	[SC]	[SD]	[TN]	[TX]	[נדנו]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(PR)
Full Name (1				[]	[0.1]	1 1	[]			,		
•		•	,									
N/A Business or F	Residence A	ddress (Nu	mber and S	treet City	State 7 in C	'ode\						
Dusiness of t	Cegiaciico 7	1001033 (110	inoci ana o	ireei, eity,	oute, Dip e	,000						
Name of Ass	nointed D	les os Do-1										
Name of Ass	ociated Bru	ikei oi Deal	CI									
States in Wh	ich Percon	l icted Llac C	Colicited or	Intende to	Solicit Puro	hasers						
		or check in									🗆 All S	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
(IL)	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	(PA)
(RII	(SC)	ICDI	ITNI	ITYI	HIT	IVTI	FVA1	[WA]	(WV)	twn	[WY]	(PR)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

 Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and indicate in the columns below the amounts of the securities offered for exchange 					
and already exchanged. Type of Security		regate ring Price			t Already Sold
Debt	\$	0		s	0
Equity	S	0		s_ _	0
□ Common □ Preferred					
Convertible Securities (including warrants)	\$ <u>_3</u>	,200,000		\$ <u>3.1</u>	102,000
Partnership Interests	S	0		\$	0
Other (Specify)	s	0		s	0
Total	\$ <u>3</u>	200,000		\$ <u>3,1</u>	102,000
Answer also in Appendix, Column 3, if filing under ULOE.					
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	-	umber evestors		Doll	ggregate ar Amoun Purchases
Accredited Investors		2		\$ <u>3</u> .]	02,000
Non-accredited Investors		N/A		\$ <u> </u>	N/A
Total (for filings under Rule 504 only)				s	
Answer also in Appendix, Column 4, if filing under ULOE.					
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.					
Type of offering		ype of ecurity			ar Amoun Sold
Rule 505		0		\$. 0
Regulation A		0		\$	0
Rule 504		0		\$	0
Total		0		\$	0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
Transfer Agent's Fees				s	0
Printing and Engraving Costs				s	0
Legal Fees		,	×	\$ <u>_1</u>	5,000
Accounting Fees	· · · · · · · · · · · · · · · · · · ·	•		\$	0
Engineering Fees		1+1++1		\$	0
Sales Commissions (specify finders' fees separately)				\$	0
Other Expenses (identify)					0
Total					15,000

C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENSES AND USE	UFP	KOCEEDS		
and total expenses furnished in response to	te offering price given in response to Part C – Question 1 o Part C - Question 4.a. This difference is the			\$	3,185,000
used for each of the purposes shown. If the sestimate and check the box to the left of the	ross proceeds to the issuer used or proposed to be amount for any purpose is not known, furnish an estimate. The total of the payments listed must equal forth in response to Part C - Question 4.b above.		Payments to Officers, Directors, &	Ī	Payments To
			Affiliates		Others
Salaries and fees			\$ <u>0</u>		\$ <u>0</u>
			\$_0		\$ <u>0</u>
	on of machinery and equipment		\$ <u>0</u>		\$ <u>0</u>
Construction or leasing of plant building	s and facilities		\$_0		\$_0
offering that may be used in exchange for	ng the value of securities involved in this or the assets or securities of another	_	\$ _0		\$ _0
, , ,			\$ <u>0</u>		
, •			S 0		\$ 3,185,000
• '			\$ 0		\$ 0
Omer (speeny).				_	-
		ם	\$_0	٥	\$.0
			\$ 0		\$ 3,185,000
Total Payments Listed (column totals ad	ded)		⊠ \$_	3,	85,000

	D. FEDERAL SIGNATURE				1
following signature constitutes an undertakir	ned by the undersigned duly authorized person. If this not ng by the issuer to furnish to the U.S. Securities and Excha issuer to any non-accredited investor pursuant to paragrap	inge C	Commission, up	on w	the ritten request
ssuer (Print or Type)	Signature	•	Date		
PersonaDX Inc.	M.K. Barron		3 -	/1	-08
Name of Signer (Print or Type)	Title of Signer (Print or Type)		<u> </u>	·	
Michael K. Barron	Secretary				

— ATTENTION —

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
PersonaDX Inc.	M. K. Baum	3-11-08
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Michael K. Barron	Secretary	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-a investor	d to sell accredited rs in State 3-ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Convertible Promissory Notes \$3,200,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL					··········				
AK									
ΑZ									
AR									
CA									
СО									
СТ									
DE				***					
DC									
FL									
GA									
ні									
ID									
IL									
IN									
ΙA									
KS									
KY									
LA									
ME									
MD									
МА									
ΜI									
MN									
MS									
мо									

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Convertible Promissory Notes \$3,200,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МТ									
NE									
NV									
NH									
ΙNJ									
NM									
NY		⊠	х	2	\$3,102,000	0	0		×
NC									
ND									
ОН									
ок									
OR							i		
PA									
RI			""						
SC					-				
SD									
TN									
TX					-				
UT									
VT									
VA				-					
WA									
wv									
Wi									
WY									
PR									

END